

*State of North Carolina*  
*Department of the Secretary of State*

**ARTICLES OF MERGER**

Pursuant to North Carolina General Statute Sections 55-11-05(a), 55A-11-09(d), 55A-11-04, 57D-9-42, 59-73.32(a) and 59-1072(a), as applicable, the undersigned entity does hereby submit the following Articles of Merger as the surviving business entity in a merger between two or more business entities.

1. The name of the surviving entity is Capital Bank Corporation, a (check one)  
☒ corporation, ☐ nonprofit corporation, ☐ professional corporation, ☐ limited liability company,  
☐ limited partnership, ☐ partnership, ☐ limited liability partnership organized under the laws of

North Carolina (state or country).

2. The address of the surviving entity is:

Street Address 333 Fayetteville Street, Suite 30 City Raleigh

State North Carolina Zip Code 27601 County Wake

- (a) (Complete only if the surviving business entity is a foreign business entity that is not authorized to transact business or conduct affairs in North Carolina.) The mailing address of the surviving foreign business entity is:

Street Address \_\_\_\_\_ City \_\_\_\_\_

State \_\_\_\_\_ Zip Code \_\_\_\_\_ County \_\_\_\_\_

The Surviving foreign business entity will file a statement of any subsequent change in its mailing address with the North Carolina Secretary of State.

3. For each merging entity: (if more than one, complete on separate sheet and attach.)

The name of the merged entity is CommunityOne Bank, N.A., a (check one)  
☒ corporation, ☐ nonprofit corporation, ☐ professional corporation, ☐ limited liability company,  
☐ limited partnership, ☐ partnership, ☐ limited liability partnership organized under the laws of

the United States of America (state or country).

The mailing address of each merging entity is: (if more than one, complete on separate sheet and attach)

Street Address 101 Sunset Avenue City Asheboro

State North Carolina Zip Code 27203 County Randolph

4. If the surviving business entity is a domestic business entity, the text of each amendment, if any, to the Articles of Incorporation, Articles of Organization, or Certificate of Limited Partnership within the Plan of Merger is attached.

5. A Plan of Merger has been duly approved in the manner required by law by each of the business entities participating in the merger.

6. These articles will be effective on October 26, 2016, as of 12:02 a.m. Eastern Time.

This the 25th day of October, 2016.

Capital Bank Corporation

*Name of Entity*



*Signature*

Vincent M. Lichtenberger, Executive Vice President

*Type or Print Name and Title*

*President*

**NOTES:**

1. Filing fee is \$50 for For-profit entities.
2. Filing fee is \$25 for Non-profit entities.
3. This document must be filed with the Secretary of State. Certificate(s) of Merger must be registered pursuant to the requirements of N.C.G.S. Section 47-18.1

CORPORATIONS DIVISION  
(Revised January 2014)

P. O. BOX 29622

RALEIGH, NC 27626-0622  
(Form BE-15)



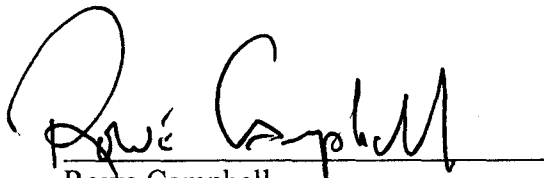
OFFICE OF THE COMMISSIONER OF BANKS

**CERTIFICATE OF AUTHORITY  
FOR ARTICLES OF MERGER**

Capital Bank Corporation, Raleigh, Wake County, North Carolina, a North Carolina-chartered commercial bank, and CommunityOne Bank, National Association, Asheboro, Randolph County, North Carolina, a federally-chartered national bank, have submitted to me as Chief Deputy Commissioner of Banks for the State of North Carolina, Articles of Merger between the said institutions for the purpose of merging CommunityOne Bank, National Association into Capital Bank Corporation with the surviving institution being Capital Bank Corporation, pursuant to the Supervisory Order of the Commissioner of Banks.

I hereby certify that these Articles of Merger were approved by the Office of the Commissioner of Banks on the 11<sup>th</sup> day of April, 2016. Authority to file the Articles of Merger is, therefore, granted.

This the 15<sup>th</sup> day of April, 2016.

  
Rowe Campbell  
Chief Deputy Commissioner of Banks

